

**CANADIAN ASSOCIATION OF EMERGENCY PHYSICIANS
ASSOCIATION CANADIAN DES MEDECINS D'URGENCE
(the "Association")**

BY-LAW NO. 1

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1. INTERPRETATION

1.1 In these By-Laws and in all other By-Laws of the Association hereafter passed unless the context otherwise requires, words imparting the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations.

1.2 Whenever reference is made to these By-Laws or any Section thereof, such reference shall be deemed to extend and apply to any amendments to such By-Law or Section thereof, as the case may be.

1.3 In the operations of the Association, equal recognition shall be given to Canada's two official languages. Both the English and French versions of these By-Laws are official however for purposes of interpretation in the event of a conflict between the two versions, the English version of the By-Laws shall prevail.

1.4 In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- (a) "Act" means the *Canada Corporations Act*, R.S., 1970, c. C-32;
- (b) "Annual General Meeting" means an annual general meeting of the Members of the Association held in accordance with the Act and these By-Laws, including without limitation Section 5;
- (c) "Association" means the Canadian Association of Emergency Physicians;
- (d) "Board" means the board of directors of the Association as constituted in accordance with the Act and these By-Laws, including Subsection 6.2;
- (e) "Board Code of Conduct" means any code of conduct adopted by the Association in accordance with applicable laws and these By-Laws to govern the conduct of the Board of the Association or its Committees or Sections;
- (f) "Board Observers" means observers of meetings of the Board as permitted by the Board pursuant to Section 9.5;
- (g) "By-Laws" means any and all by-laws of the Association from time to time in force and effect;
- (h) "Chair" means a chairperson of any of the Association's Board, Committees and Sections, as the case may be;
- (i) "Committee of Financial Audit" means the financial audit committee of the Association established by the Board pursuant to section 17.3;"

- (j) “Director” means a person occupying the position of a director of the Association in accordance with applicable laws and Section 7;
- (k) “Executive Committee” means the executive committee of the Association as established by the Board pursuant to Section 17.2;
- (l) “Executive Director” means the person occupying the position of Executive Director of the Association as described in Section 13.7. The Executive Director is not an Officer as defined in Section 1.4(r);
- (m) “General Code of Conduct” means any code of conduct adopted by the Association in accordance with applicable laws and these By-Laws to govern the conduct of any Member, Director, Officer of the Association;
- (n) “Head Office” means the registered head office of the Association as required under the Act and provided for in Subsection 3.1;
- (o) “Member” means a member in good standing of the Association as provided for in Subsection 4;
- (p) “Membership Committee” means the membership committee of the Association as established by the Board pursuant to Section 17.1;
- (q) “Nominating Committee” means the nominating committee of the Association as established by the Board pursuant to Section 17.4;
- (r) “Officer” means an officer of the Association as provided for pursuant to in Section 11.1;
- (s) “Paediatric Section” means the paediatric section as may be established by the Board pursuant to Section 18;
- (t) “Past President” shall mean the person occupying the position of past president of the Association as described in Section 13.3;
- (u) “President” shall mean the person occupying the position of president of the Association as described in Section 13.1;
- (v) “President-Elect” shall mean the person occupying the position of president elect of the Association as described in Section 13.2;
- (w) “Regions” shall consist of five (5) regions of Canada. The West, consisting of British Columbia and the Yukon; the Prairies, consisting of, Alberta, Saskatchewan, Manitoba, Northwest Territories and Nunavut; Ontario shall consist of the province of Ontario, Quebec shall consist of

the province of Quebec and East shall consists of New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland/Labrador;

- (x) “Residents Section” means the residents section as may be established by the Board pursuant to Section 18;
- (y) “Secretary” shall mean the person occupying the position of secretary of the Association as described in Section 13.4;
- (z) “Secretary-Treasurer” shall mean a person occupying the position of both Secretary and Treasurer of the Association as provided for in Section 13.6;
- (aa) “Section” means the numbered paragraphs of any by-law of the corporation from time to time in force and effect;
- (bb) “Special General Meeting” means a special general meeting of the Members of the Association held in accordance with the Act and these By-Laws, including without limitation Section 5; and
- (cc) “Treasurer” shall mean the person occupying the position of treasurer of the Association as described in Section 13.5.

2. CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association. The Executive Director of the Association shall be responsible for the safe custody of the seal.

3. HEAD OFFICE AND PLACE OF OPERATION

3.1 Until changed in accordance with the Act, the Head Office of the Association shall be in the City of Ottawa, in the Province of Ontario.

3.2 The operations of the Association may be carried on throughout Canada and elsewhere as determined by the Board.

4. MEMBERSHIP

4.1 Ethics and Pledge of Membership

Membership in the Association is a privilege, not a right. As a condition of membership in the Association, each Member pledges and agrees to accept, uphold and be governed by the By-Laws, rules, regulations, codes of ethics and policies of the Association when engaged in any activities with or for the Association. Each Member further pledges and agrees to abide by and accept the rulings, decisions and

proclamations of the properly constituted authorities of the Association. Acceptance of membership in the Association shall constitute acceptance by such Member of such terms.

4.2 Categories of Membership

The categories of membership in the Association are as follows, provided that the Board may from time to time establish other categories and criteria of membership subject to ratification by the Members at the next Annual General Meeting of the Association:

- (a) **Active Members** - Active Members of the Association shall be physicians resident in Canada who devote a significant portion of their medical endeavors to Emergency Medicine. Active Members of the Association shall also be registered practitioners licensed and in good standing with a college of physicians and surgeons or equivalent governing body within Canada. Active Members shall enjoy the privileges of membership as defined by the Board and they may vote in elections, at Annual or Special General Meetings of the Association, and hold appointed or elected office. Active Members may sit as members on all committees and sections and they may also chair all committees and sections.
- (b) **Affiliate Members** - Affiliate Members of the Association shall be physicians, resident in Canada, who are registered practitioners licensed and in good standing with a college of physicians and surgeons or equivalent governing body within Canada, and interested and/or involved in Emergency Medicine. Affiliate Members shall enjoy the privileges of membership as defined by the Board and they shall not have the right to vote in elections, the right to vote at Annual or Special General Meetings of the Association, or the right to hold appointed or elected office. Affiliate Members may sit as members on all committees and sections and they may also chair all committees and sections.
- (c) **International Members** – International Members of the Association shall be physicians who reside and/or practice outside of Canada who are interested and/or involved in Emergency Medicine. International Members shall enjoy the privileges of membership as defined by the Board and they shall not have the right to vote in elections, the right to vote at Annual or Special General Meetings of the Association, the right to hold appointed or elected office, or the right to chair all committees or sections. International Members may sit as members on all committees and sections.
- (d) **Associate Members** – Associate Member status will be considered for individuals with an interest in Emergency Medicine who are not physicians and who reside in Canada. Associate Members shall enjoy the privileges of membership as defined by the Board and they shall not have the right to vote in elections, the right to vote at Annual or Special General Meetings of the

Association, the right to hold appointed or elected office, or the right to chair all committees and sections They may sit as non-voting members on all committees and sections.

- (e) **Resident Members** - Resident Members of the Association shall be Canadian physicians engaged in post-graduate training in Canada who plan to practice Emergency Medicine. Resident Members shall enjoy the privileges of membership as defined by the Board and they shall not have the right to vote in elections, the right to vote at Annual or Special General Meetings of the Association, the right to hold appointed or elected office, or the right to chair all committees. Resident Members may sit as members on all committees and sections.
- (f) **Student Members** - Student Members of the Association shall be medical students resident and enrolled in a program in Canada who are interested in Emergency Medicine. Student Members shall enjoy the privileges of membership as defined by the Board and they shall not have the right to vote in elections, the right to vote at Annual or Special General Meetings of the Association, the right to hold appointed or elected office, or the right to chair all committees and sections Student Members may sit as non-voting members on all committees and sections.
- (g) **Retired Members** – An Active Member who retires from the practice of the profession may, on application to the Executive Director or such other person as designated by the Executive Director or the Board, become a Retired Member of the Association. Retired Members shall enjoy the privileges of membership as defined by the Board and they shall not have the right to vote in elections, the right to vote at Annual or Special General Meetings of the Association, the right to hold appointed or elected office, or the right to chair all committees and sections. Retired Members may sit as members on all committees and sections.
- (h) **Honorary Life Members** - Honorary Life Membership shall be awarded to Members who have rendered outstanding service in Emergency Medicine. Candidates for this form of membership may be proposed to the Board pursuant to Section 4.3.2 of these Bylaws. Honorary Life Members shall have all the rights and privileges of Active Members and all subsequent references to Active Members herein shall be deemed to include Honorary Life Members.

4.3 Application for Membership

4.3.1 Application for membership in the Association shall be in writing in such form and accompanied by such required documentation and fees as the Board may from time to time prescribe.

4.3.2 Other than applications for Honorary Life Members, which shall be subject to approval of the Board, the Executive Director, or such other person as designated by

the Executive Director or the Board, shall review each application for membership and approve those that are eligible for membership and acceptable to the Association in its sole discretion. In the event that the Association requests proof of eligibility for membership, it is the responsibility of the applicant to provide satisfactory proof. Membership shall not be denied on the basis of age, race, religion, country of origin, political beliefs or sexual orientation.

4.3.3 In the event an application for membership is rejected, the applicant may appeal to the Board, the decision of which shall be final and binding and there shall be no further appeal therefrom.

4.4 Membership Dues, Fees and Levies

4.4.1 The membership year shall be from the January 1st to December 31st in each year.

4.4.2 The Board shall from time to time determine the amount of dues, fees and levies payable by each category of membership, and the date by which payment is due.

4.4.3 The Board, in its discretion, may waive any dues fees or levies, or portion thereof, owing to the Association by a Member.

4.5 Resignation or Termination of Membership

4.5.1 Any Member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Executive Director of the Association.

4.5.2 Membership shall automatically terminate if the Member ceases to meet the eligibility criteria for membership.

4.5.3 Membership shall automatically terminate if a Member's dues, fees or levies, or any portion of them, are not paid within sixty (60) days of the due date, unless otherwise determined by the Board.

4.5.4 The Board, by unanimous vote, may terminate the membership of any Member who fails to abide by his or her pledge of membership or whose membership in the Association brings, in the opinion of the Board in its sole discretion, the reputation of the Association into disrepute, provided that a Member whose membership is terminated may appeal the termination of membership to the general membership at the next AGM. A two thirds (2/3) majority will be required to reverse a decision of the Board on a termination.

4.5.5 The Members may terminate the membership of a Member by a vote of three quarters (¾) of the Members present at an Annual or Special General Meeting of the Members.

4.5.6 A Member whose membership has been resigned or terminated shall remain liable for payment of any membership dues or other assessments outstanding at the time of resignation. All right, title and interest, legal and equitable, of a Member in and to the property of the Association shall cease in the event of the death of the Member or the termination or resignation of his or her membership.

5. MEMBERS' MEETINGS

5.1 Annual General Meeting

An Annual General Meeting of the Association shall be held once each year at such time and place in Canada as shall be determined by the Board. The Members may resolve that an Annual or Special General Meeting may be held outside Canada.

5.2 Special General Meetings

The Board or the Executive Committee may at any time, call a Special General Meeting of the Members. The Board shall call a Special General Meeting upon the written request of at least fifteen per cent (15%) of the voting Members of the Association within sixty (60) days after the filing of such request with the Board. The business to be transacted at such Special General Meetings shall be stated in the notice thereof, and no other business may be considered at those meetings. Any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken.

5.3 Notice of Annual or Special General Meetings

At least thirty (30) days' notice of Annual or Special General Meetings shall be given to Members of the Association by email, facsimile or electronic means. No Immaterial or inadvertent error or omission in giving notice of any Annual or Special General Meeting, or any adjourned meeting, whether Annual or Special General, of the voting Members of the Association shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer the email, facsimile or electronic addresses to be used shall be the Member's last addresses recorded on the books of the Association. Such notice may be given in an official publication of the Association sent to all Members by mail, facsimile or electronic means.

5.4 Adjournments

Any Annual or Special General Meeting of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting at which such

adjournment took place. No notice shall be required for any such adjournment. Such adjournment may be made, notwithstanding that no quorum is present.

5.5 Quorum

A quorum at both Annual and Special General Meetings of the Association shall consist of fifty (50) voting Members present in person. The President or his designate shall chair meetings.

5.6 Voting

5.6.1 Each voting Member of the Association shall at all meetings of Members be entitled to one (1) vote. No Member shall be entitled to vote at meetings of the Association unless all outstanding dues or assessments have been paid. Proxies are not permitted.

5.6.2 At all meetings of Members every question, except in the case of elections which shall be handled as otherwise specifically provided for in these By-Laws, shall be decided by a majority vote of eligible voting Members present in person, unless otherwise required by these By-Laws or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. In the event of an equality of votes at any Annual or Special General Meeting, whether upon a show of hands or at a poll, the motion shall be lost.

5.6.3 Any Member may demand a secret ballot be used to decide any question brought forward at all meetings of Members.

5.7 Agenda and Order of Business

5.7.1 At every Annual General Meeting, in addition to any business concerning the Association that has been properly brought before it, the report of the Directors, the financial statements and the report of the auditors shall be presented. No resolution or motion may be brought before the Annual General Meeting unless the Secretary has been so advised at least ten (10) days prior to the meeting and the Board has approved its addition to the agenda.

5.7.2 The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not otherwise governed by these By-Laws, procedures shall be in accordance with Robert's Rules of Order.

6. BOARD OF DIRECTORS

6.1 Powers of the Board

6.1.1 The property and business of the Association shall be managed by a Board of Directors hereinafter referred to as the Board. The Board shall be responsible for the direction of affairs of the Association between meetings of the Members.

6.1.2 The Board of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

6.1.3 The Board shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer, Officers or the Executive Director of the Association the right to disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and employing and paying salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board may prescribe.

6.1.4 The Board is hereby authorized, from time to time:

- (a) To borrow money upon the credit of the Association, from any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- (b) To limit or increase the amount to be borrowed;
- (c) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

6.1.5 The Board shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

6.1.6 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

6.1.7 The Board may remove a Member of the Board from any responsibility if this person is in contravention of the General or Board Code of Conduct after due process pursuant to the relevant Code(s).

6.1.8 The Board shall actively pursue the objectives of the Association and may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Association, as they may deem expedient.

6.1.9 The Board may delegate to any committee or Officer any or all powers, duties and authority of the Board that may lawfully be granted including the right to employ and pay salaries to employees of the Association.

6.1.10 The Board shall take the initiative in preparing general policies and actions for consideration by the Members.

6.2 Composition of Board

6.2.1 The Board shall be comprised of nine (9) Directors all of whom shall be active voting Members.

6.2.2 Subject to the election provisions in section 8, there is to be at least one Director on the Board from each of the 5 regions. These Regional Directors do not represent the region from which they are elected but rather are members elected from one of the five regions.

6.2.3 A member at large is to be elected as a Director in the years when the Treasurer has resigned, been removed or given notice of the intent to resign. The said at large Director may be elected from any of the five (5) regions.

6.2.4 The Executive Director or a designate shall attend all meetings of the Board. The Board has the right to move to hold in camera meetings without the Executive Director and/or his designate.

6.2.5 Representatives from the Residents Section and the Paediatric Section shall be the Chair of their respective Sections and shall be non-voting Board Observers.

6.2.6 Representatives from the Association des medecins d'urgences du Quebec (AMUQ) shall be appointed by AMUQ and shall be non-voting Board Observers.

6.2.7 The Past-President shall be a non-voting Board Observer.

6.2.8 One of the Directors shall be appointed by the Board as Chair of the Membership Committee.

7. DIRECTORS

Each Director, at the time of election and throughout the term of office, shall be a Member in good standing of the Association and who shall be not less than eighteen (18) years of age, with power under law to contract.

7.1 Term of Office

7.1.1 Directors shall be elected for a term of two (2) years from the date of the Annual General Meeting at which they were elected save and except for when a said Director is elected pursuant to Section 15e. Elected Directors may serve up to three (3) consecutive terms of office.

7.1.2 Board Observers shall normally serve for a period of one (1) year or until the date of the next Annual General Meeting.

7.1.3 Board Observers appointed by the Board may be re-appointed by the Board for a further term of one (1) year, but in no event shall an appointed Director serve more than four (4) consecutive terms.

7.2 Remuneration and Expenses

7.2.1 The Directors shall serve as such without remuneration.

7.2.2 No Director shall directly or indirectly receive any profit or financial gain from his position as such, provided that a Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

7.2.3 Nothing herein contained shall be construed to preclude any Director from serving the Association as an Officer or in any other capacity and receiving compensation therefore subject to any applicable law.

7.2.4 Notwithstanding any of the foregoing, the Board may establish or approve an honorarium to be paid to any Director or Officer under such terms and conditions as may be approved by the Board from time to time subject to any applicable law.

8 ELECTION OF DIRECTORS

8.1.1 Nominees for Directors may be any Active Member.

8.1.2 No fewer than ninety (90) days prior to the Annual General Meeting of the Association, the Chair of the Nominating Committee shall circulate to all Active Members by mail, facsimile, or other electronic means, a full slate of candidates nominated for election by the Nominating Committee as Directors, and shall also include (a) a call for nominations for the vacant Director positions; (b) the Region in which each of the nominated candidates resides; (c) a brief curriculum vitae of each of the nominated candidates; and/or (d) a statement from the nominated candidate

outlining their platform. Members may only nominate regional nominees from within their own regions. Nominations from Active Members for the vacant Director position(s) must be submitted on the official nomination form by mail, facsimile or electronic means acceptable to the Association at least sixty (60) days prior to the date of the Annual General Meeting and must include the Region in which the nominee resides, the consent of the nominee to serve if elected and the signed endorsement of the nomination by at least five (5) Active Members of the Association who reside in the same Region as the nominee.

8.1.3 In the event that the Chair of the Nominating Committee does not circulate to all Active Members a full slate of candidates nominated for election by the Nominating Committee as Directors as well as (a) a call for nominations for the vacant Director positions; (b) the Region in which each of the nominated candidates resides; (c) a brief curriculum vitae of each of the nominated candidates; and/or (d) a statement from the nominated candidate outlining their platform within the said ninety (90) day notice period as required by Section 8.1.2 hereto the Board shall cause notice to be given to all Active Members a notice of an election for any vacant position(s) on the Board, such election to be held within one hundred and ten (110) days of the Annual General Meeting in advance of which the said ninety (90) day notice pursuant to Section 8.1.2. was to be given. Notwithstanding Section 9.8.5 such election shall be conducted in accordance with Section 8 hereto with the exception that ballots may be sent to all Active Members via mail, facsimile, or other electronic means and such active members may return the completed ballot to the attention of the Chair of the Nominating Committee via mail, facsimile, or other electronic means; such ballots, in order to be valid, must be received by the Chair of the Nominating Committee within forty-five (45) days of the date on which the said ballots were sent to all Active Members by the Chair of the Nominating Committee. The ballots shall be tallied in accordance with Section 8.1.9 hereto and the Chair of the Nominating Committee shall inform the membership of the results via regular or electronic mail.

8.1.4 Any vacancy of a Director's position, save and except for a Board vacancy arising from the election process for President-Elect pursuant to Section 12.1.3, shall cause notice to be given to all Active Members a notice of an election for vacant position(s) on the Board, such election to be held within one hundred and ten (110) days of the vacancy occurring. Notwithstanding Section 9.8.5 such election shall be conducted in accordance with Section 8 hereto with the exception that ballots may be sent to all Active Members via mail, facsimile, or other electronic means and such active members may return the completed ballot to the attention of the Chair of the Nominating Committee via mail, facsimile, or other electronic means; such ballots, in order to be valid, must be received by the Chair of the Nominating Committee within forty-five (45) days of the date on which the said ballots were sent to all Active Members by the Chair of the Nominating Committee. The ballots shall be tallied in accordance with Section 8.1.9 hereto and the Chair of the Nominating Committee shall inform the membership of the results via regular or electronic mail. Should the above-noted election result in no willing candidates being identified by the Nominating Committee or no director being

property elected in accordance with Section 8 hereto the provisions of 8.1.6 shall specifically be available to the Board to use at its sole discretion.

8.1.5 If more than one nomination from members residing in the same Region is received an election will occur for each vacant Director's position and the President shall, no fewer than thirty (30) days prior to the Annual General Meeting of Members, appoint three (3) scrutineers from amongst the Active Members. If no nominations are received from the membership in a Region the Board shall, in its sole, absolute and unfettered discretion, appoint a Director irrespective of which Region the proposed Director resides, so long as no more than three (3) of the non-officer directors are from the same region and/or no more than four (4) of the nine (9) voting members are from the same region. Such appointed Director's term to terminate at the next scheduled Annual General Meeting.

8.1.6 In the event the Board, having made its best efforts to do so, is unable to elect or appoint additional Board members in compliance with Sections 8.1.2, 8.1.3 and 8.1.4, the Board will be relieved of its duty to elect or appoint additional Board Members (as the case may be) and will function at a reduced size until the next election can be held.

8.1.7 If an election is to take place, at least forty five (45) days prior to the Annual General Meeting, the Chair of the Nominating Committee shall circulate to the Members a full and final slate of candidates nominated for election as Directors, and shall include along with (a) a copy of instructions on how to vote; (b) the Region in which the candidate resides; (c) a ballot with all the candidates' names; (d) a brief curriculum vitae of each of the applicants; and/or (e) a statement from the candidate outlining their platform. Ballots are to be returned to the head office of the Association for counting no later than 17:00 (EST) seven (7) days prior to the Annual General Meeting and all ballots received after this time shall be declared to be spoiled ballots.

8.1.8 For every election of a Director, save and except in the case of the resignation of the Treasurer, should there be more than one (1) nominee who resides in a Region, every voting Member of the Association nationally shall have one (1) vote per each contested Regional Director position.

8.1.9 In the event that the Treasurer has resigned and should there be more than one (1) nominee irrespective of the Region in which they reside, every voting Member of the Association nationally shall have one (1) vote for the at large Director position.

8.1.10 The Chair of the Nominating Committee or his or her designate or the Executive Director shall open and count the votes and keep a record in the presence of the scrutineers. Any Member entitled to vote at an election is entitled to be present at the opening and counting of the ballots. In the event of a tie vote, an election will be held at the Annual General Meeting between the tied candidates. The candidates for Director(s) that were tied shall be elected by majority vote of the voting Members present in person. Proxies are not permitted. Notwithstanding the foregoing, in the event of a second tie, the Chairman of the Board shall cast the deciding vote.

8.1.11 At the Annual General Meeting the Chair of the Nominating Committee or his or her designate will announce the results of the election, or acclamation if no additional nominations were received.

9. MEETINGS OF THE BOARD

9.1 The Board shall meet at least twice (2) annually in addition to the Annual General Meeting. Meetings of the Board can be held face-to-face, via teleconference or via other electronic means at the Board's discretion.

9.2 Additional meetings of the Board may be called by the President. The Board shall receive notification of any and all meetings at least thirty (30) days prior to the date of the meeting.

9.3 No immaterial or inadvertent error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting may ratify, approve and confirm any or all proceedings taken or had thereat.

9.4 Meetings by Teleconference and Other Electronic Means

9.4.1 Telephone Participation

The Directors of the Corporation may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board at a meeting of the Directors of the Association.

9.4.2 Meetings by Other Electronic Means

The Directors of the Association may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- a) the Board of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
- b) each Director has equal access to the specific means of communication to be used;
- c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

9.5 Observers

The Board may invite the Past President, Chairs of committees and/or sections or other Members or any other party to attend meetings of the Board as observers on such terms and conditions as the Directors may determine.

9.6 Quorum

At any meeting of the Board, a majority of the Members of the Board shall constitute quorum. Such quorum of Directors present shall be competent to do and perform all acts that are or shall be directed to be done at any such meeting. Quorum must remain throughout the meeting in order to continue the business of the meeting. Directors who have declared a conflict of interest on a particular matter or question shall be counted in determining a quorum.

9.7 Adjournments

Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at the resumption of such adjourned meeting as might have been transacted at the original meeting at which such adjournment took place. No notice shall be required to resume such adjourned meeting. Such adjourned meeting may resume, provided that quorum is present.

9.8 Voting

9.8.1 Questions arising at any Board meeting shall be decided by a majority of votes. All Directors who are eligible to vote shall be entitled to only one (1) vote.

9.8.2 In the case of an equality of votes, the Chair shall cast a second and deciding vote.

9.8.3 All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.

9.8.4 A declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9.8.5 Mail ballots or proxy voting are not accepted in lieu of or at meetings of the Board or any committee of the Board.

10. INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS

10.1 Every Director and Officer of the Association, and any other person who has undertaken or is about to undertake any liability on behalf of the Association, and the heirs, executors, administrators, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;

- (a) All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Provided that the power exercised and the duties discharged by the Director or Officer or other person were honestly performed and in good faith with a view to the best interests of the Association and with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance.

10.2 The indemnity granted herein shall apply notwithstanding any fees or any other remuneration paid to the Director or Officer while that person is a Director or Officer of the Association subject to any applicable law.

10.3 Nothing in these By-Laws shall relieve the Director or Officer from the duty to act in accordance with the provisions of the *Canada Corporations Act*, as amended or replaced from time to time by legislation of similar nature and substance, and the regulations thereunder or from liability for any breach thereof.

11. OFFICERS

11.1 The Officers of the Association, save and except for the Past President, shall be Directors and shall consist of a President, President-Elect, Past President, Secretary and Treasurer (or Secretary-Treasurer) and any such other Officers as the Board may by By-Law determine. The same person may hold any two offices.

11.2 The Executive Director shall be appointed as an Officer of the Association without vote in accordance with the terms and conditions of employment.

11.3 When the installation of the President has taken place, each of the Officers shall assume office, and the person who held the office of President for the preceding term shall become the Past President and the person who held the office of Past President for the preceding term shall retire as an Officer unless otherwise determined in accordance with Subsection 11.4.6.

11.4 Term

11.4.1 The Officers of the Association shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers, with the exception of the President-Elect, the President, and the Past President, shall be subject to removal by resolution of the Board at any time.

11.4.2 The Treasurer of the Association shall be an elected Director appointed by the Board of Directors and hold office for a term of two (2) years. A Director elected Treasurer may serve up to three (3) consecutive terms.

11.4.3 The President shall take office after the completion of a term of President-Elect. The President may hold office for one (1) term of two (2) years. In the event that the Board of Directors deems an additional term of two (2) years appropriate, and votes unanimously in favor of such an additional term, a Special General Meeting of the membership will be called and on approval by a resolution of the membership at the Special General Meeting a President may serve an additional term. The resolution must be approved by two-thirds (2/3) of the Members entitled to vote at the Special General Meeting. The President may serve only one additional term of two (2) years.

11.4.4 The President-Elect of the Association shall be elected and hold office for one (1) two (2) year term.

11.4.5 In the event that the President is continuing for more than one (1) term the President-Elect may continue to serve as President-Elect. If the President-Elect chooses to resign then a new President-Elect will be elected.

11.4.6 The Past President of the Association shall hold office for one (1) two (2) year term. Prior to the Past President beginning his term he shall be required to submit his resignation as a Director to the Board. The Past President shall begin the term of office at the conclusion of his term as President. At the end of his term as Past President, if the President is continuing for more than one (1) term, the Past President may continue to hold the office if there is the unanimous approval of the Board.

11.4.7 Officers may serve more than one (1) consecutive term of office, but, with the exception of the Treasurer, in no event shall an Officer serve in the same capacity for more than two (2) consecutive terms. The Treasurer may serve up to three (3) consecutive terms of office.

12 ELECTION AND APPOINTMENT OF OFFICERS

The Members of the Association shall elect the President-Elect. Officers other than President-Elect of the Association shall be appointed by resolution of the Board at the first meeting of the Board following an election of a President-Elect.

12.1 Election of President-Elect

12.1.1 Nominees for President-Elect may be any Active Member.

12.1.2 No fewer than ninety (90) days prior to the Annual General Meeting of the Association, the Chair of the Nominating Committee shall circulate to all Active Members by mail, facsimile, or other electronic means, a candidate nominated for election by the Nominating Committee as President-Elect, and shall also include (a) a call for nominations for the vacant President-Elect position; (b) a brief curriculum vitae of the nominated candidate; and/or (c) a statement from the nominated candidate outlining their platform. Nominations from Active Members for the vacant President-Elect position must be submitted on the official nomination form by mail, facsimile or electronic means acceptable to the Association at least sixty (60) days prior to the date of the Annual General Meeting and must include the consent of the nominee to serve if elected and the signed endorsement of the nomination by at least five (5) Active Members of the Association.

12.1.3 If an existing Board member or members is/are nominated for the position of President-Elect, and should the nominated Board member(s) accept the nomination, he or she or they will be deemed to have resigned from the Board as of the start of the AGM at which the new President-Elect is to be announced if they have not been elected.

12.1.4 If more than one nomination is received for the vacant President-Elect's position an election will occur and the President shall, no fewer than thirty (30) days prior to the Annual General Meeting of Members, appoint three (3) scrutineers from amongst the Active Members. If no nominations are received from the membership the nominee identified by the Nominating Committee will be elected by acclamation.

12.1.5 If an election is to take place, at least forty five (45) days prior to the Annual General Meeting, the Chair of the Nominating Committee shall circulate to the Members a full and final slate of candidates nominated for election as President-Elect, and shall include along with (a) a copy of instructions on how to vote; (b) a ballot with all the candidates' names; (c) a brief curriculum vitae of each of the applicants; and/or (d) a statement from the candidate outlining their platform. Ballots are to be returned to the head office of the Association for counting no later than 17:00 (EST) seven (7) days prior to the Annual General Meeting and all ballots received after this time shall be declared to be spoiled ballots.

12.1.6 Each voting Member of the Association shall have one (1) vote.

12.1.7 The Chair of the Nominating Committee or his or her designate or the Executive Director shall open and count the votes and keep a record in the presence of the scrutineers. Any Member entitled to vote at an election is entitled to be present at the opening and counting of the ballots. In the event of a tie vote, an election will be held at the Annual General Meeting between the tied candidates. The candidates for President-Elect that were tied shall be elected by majority vote of the voting Members present in person. Proxies are not permitted.

12.1.8 At the Annual General Meeting the Chair of the Nominating Committee or his or her designate will announce the results of the election, or acclamation if no additional nominations were received.

13. DUTIES AND REQUIREMENTS OF OFFICERS

13.1 The President shall:

- (a) Be an Active Member of the Association and an ex-officio member of all committees and sections;
- (b) Be a voting member of the Board;
- (b) Shall serve as Chair at Board meetings and at Annual and Special General Meetings;
- (c) Oversee the general management of the affairs of the Association;
- (d) Represent, or appoint a designate to represent, the Association in all its official contacts with medical, scientific or other bodies;
- (e) See that all orders and resolutions of the Board of Directors are carried into effect;
- (f) Enforce the due observance of the By-Laws;
- (g) Perform such other duties as may from time to time be directed by the Board.

13.2 The President-Elect shall:

- (a) Be an existing Member in good standing of the Association;
- (b) Be an Active Member of the Association;
- (c) Be a voting member of the Board;
- (d) In the absence of the President preside at meetings of the Board or at Annual and Special General Meetings;
- (e) In the event of the death or resignation or removal of the President during his term of office or if the President shall for any reason be unable or unqualified to serve, succeed to the office of President for the unexpired portion of the President's term;

- (f) Automatically succeed to the office of President at the Annual Meeting in which the President becomes Past President; and
- (g) Perform such other duties as may from time to time be directed by the Board.

13.3 The Past President shall:

- (a) Be a Member in good standing of the Association.
- (b) Be a Board Observer;
- (c) Chair the Nominating Committee; and
- (d) The Past-President will be called upon, from time to time as the case may be, to offer advice and guidance to the Board as required. Regular attendance at Board meetings is not required, however, the Past-President shall make himself available as is reasonably required to fulfill the duties listed herein. This may include, but is not limited to: attendance at board meetings and consultations with the President and Board.
- (e) Perform such other duties as may from time to time be directed by the Board.

13.4 The Secretary shall:

- (a) Be an Active Member in good standing of the Association;
- (b) Be a voting member of the Board;
- (c) In the absence of the President and President-Elect, act in their stead;
- (d) Cause to keep accurate accounts of the affairs of the Association, including the minutes of the Board, Annual and Special General Meetings;
- (e) Be responsible for communicating to the Association Members the affairs of the Association;
- (f) In the event of the death, resignation, removal or incapacity of both the President and President-Elect, assume the President's role until an election pursuant to Section 12.1 is held. The Secretary shall submit his resignation as a Director to the board immediately prior to assuming the President's role;
- (g) Be elected by the Board from among the Members elected Directors at the first meeting after the Annual General Meeting;

- (h) Shall give or cause to be given notice of all meetings of the Members and of the Board of Directors; and
- (i) Perform such other duties as may from time to time be directed by the Board.

13.5 The Treasurer shall:

- (a) Be an Active Member of the Association;
- (b) Be a voting member of the Board;
- (c) Keep the financial records, funds and securities of the Association;
- (d) Submit a financial report at each Board meeting;
- (e) At the Annual Meeting present a financial statement to the membership for the preceding fiscal year and the approved budget for the current fiscal year;
- (f) Oversee full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association;
- (g) Deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- (h) Disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements; and
- (i) Perform such other duties as may from time to time be directed by the Board.
- (j) Be elected by the Board from among the Members elected Directors at the first meeting after the Annual General Meeting;

13.6 In the case that one individual assumes the dual offices of Secretary-Treasurer that Officer assumes the roles, duties and responsibilities of both Secretary and Treasurer.

13.7 The Executive Director shall:

- (a) Be appointed as a non-voting member of the Board;

- (b) Be appointed ex-officio member of all committees and sections;
- (c) Be responsible for the management of the Association in accordance with the policies and procedures established by the Board and subject to any terms and conditions of employment;
- (d) Serve as Chief Operating Officer of the Association responsible for the Association's staff;
- (e) Be custodian of the seal of the Association, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution; and
- (f) At all times devote full effort to the fulfillment of the objectives of the Association and to the welfare of its Members.

14. REMOVAL/RESIGNATION FROM OFFICE

14.1 Removal of an Officer or Director

An Officer or Director shall be removed by a resolution of the voting Members of the Association in good standing at either a Special General Meeting of the Association or by a mail ballot, at the Board's discretion, with at least 50% of the votes being cast in favor of the resolution for removal

14.2 Procedure to Initiate Removal

The removal of an Officer or Director may be initiated:

- (a) By a resolution of the Board passed by not less than three quarters (3/4) of those entitled to vote therein; or
- (b) By written petition to the Executive Director signed by a majority of the voting Members; or
- (c) By resolution of the voting Members at a Special General Meeting of the Members called for that purpose, provided such resolution is passed by at least three-quarters (3/4) of the Members present and voting.

14.3 Conduct of Vote by Mail Ballot

In the event that the Board deems a mail ballot preferable, the following shall occur:

(a) Within 14 days of initiating the removal of an Officer or Director, the Executive Director shall cause to be distributed to each Member entitled to vote on the resolution:

- (i) One ballot for each Officer or Director proposed to be removed;
- (ii) A notice specifying the date by which completed ballots must be returned, which shall be a date set by the Executive Director that is between 30 and 50 days following the date of distribution of the ballots.

(b) All ballots shall be counted within two days of the deadline specified for the return of the ballots.

14.4 Automatic Removal from Office

14.4.1 The office of a Director or Officer shall be automatically vacated:

- (a) If he or she resigns and delivers such resignation in writing to the President or Secretary of the Association;
- (b) If he or she is found by a court to be of unsound mind;
- (c) If he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
- (d) If he or she is no longer a Member of the Association; or
- (e) On death.

15. REPLACEMENTS FOR VACATED OFFICES AND DIRECTORSHIPS

- (a) If the office of President is vacant, the President-Elect shall resign as President-Elect and assume the office of the President at which time the office of President-Elect shall be filled by election, such election being consistent with Section 12.1 of these Bylaws
- (b) If the office of President-Elect is vacant, but not the office of the President, the office of President-Elect shall than be filled by election, such election being consistent with Section 12.1 of these Bylaws.
- (c) If both the offices of President and President-Elect are vacant simultaneously, the offices of President and President-Elect shall be filled by an election. The election process shall be conducted in the same manner set out in Section 12.1 of these Bylaws. The Past President shall assume the office of President until the election for President is completed.
- (d) Any vacancy of a Director's position, save and except for a Board vacancy arising from the election process for President-Elect pursuant to Section

12.1.3, shall, be filled for the remainder of the elected term by election to the Board for the remainder of the term, such election to be held within one hundred and ten (110) days of the vacancy occurring and such election being consistent with Section 8 of these Bylaws and specifically Section 8.1.4 of these Bylaws.

- (e) In the event that the election process for the President-Elect results in the Board being short one or more members, the vacant Board positions shall be filled by election, such election being consistent with Section 12.1 of these Bylaws. The term of the Board members elected in this fashion shall end at the beginning the of the Annual General Meeting commencing two years from the installation of the President-Elect whose election gave rise to the vacancies.

16. ELECTIONS FOR OTHER POSITIONS

The election process for the three (3) voting members of the Nominating Committee (see Section 17.4.1 of these Bylaws) and any other elected positions that may be created by the Association in accordance with these By-Laws in relation to other activities, committees, documents or functions of the Association shall be consistent with this Section

16.1 Nominees for other elected positions may be Active Members.

16.2 No fewer than ninety (90) days prior to the Annual General Meeting of the Association, the Chair of the Nominating Committee shall circulate to all Active Members by mail, facsimile, or other electronic means, a candidate(s) nominated for election by the Nominating Committee for the other elected position(s), and shall also include (a) a call for nominations for the other elected position; (b) a brief curriculum vitae of the nominated candidate(s); and/or (c) a statement from the nominated candidate(s) outlining their platform. A description of the duties and requirements of the other elected position(s) will also be circulated with the above materials. Nominations from Active Members for the vacant position(s) must be submitted on the official nomination form by mail, facsimile or electronic means acceptable to the Association at least sixty (60) days prior to the date of the Annual General Meeting and must include the consent of the nominee to serve if elected and the signed endorsement of the nomination by at least five (5) Active Members of the Association.

16.3 If more than one nomination is received for the vacant position(s) an election will occur and the President shall, no fewer than thirty (30) days prior to the Annual General Meeting of Members, appoint three (3) scrutineers from amongst the Active Members. If no nominations are received from the membership the nominee identified by the Nominating Committee will be elected by acclamation.

16.4 If an election is to take place, at least forty five (45) days prior to the Annual General Meeting, the Chair of the Nominating Committee shall circulate to the Members

a full and final slate of candidates nominated for election to the other position(s), and shall include along with (a) a copy of instructions on how to vote; (b) a ballot with all the candidates' names; (c) a brief curriculum vitae of each of the applicants; and/or (d) a statement from the candidate outlining their platform. Ballots are to be returned to the head office of the Association for counting no later than 17:00 (EST) seven (7) days prior to the Annual General Meeting and all ballots received after this time shall be declared to be spoiled ballots.

16.5 Each voting Member of the Association shall have one (1) vote.

16.6 The Chair of the Nominating Committee or his or her designate or the Executive Director shall open and count the votes and keep a record in the presence of the scrutineers. Any Member entitled to vote at an election is entitled to be present at the opening and counting of the ballots. In the event of a tie vote, an election will be held at the Annual General Meeting between the tied candidates. The candidates for the other elected position(s) that were tied shall be elected by majority vote of the voting Members present in person. Proxies are not permitted.

16.7 At the Annual General Meeting the Chair of the Nominating Committee or his or her designate will announce the results of the election, or acclamation if no additional nominations were received.

17. COMMITTEES

17.1 Establishment of Committees

17.1.1 All committees shall report to the Board.

17.1.2 The Board may appoint committees whose members will hold their offices at the will of the Board or the members. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

17.1.3 Standing Committees shall be established by the Board to carry out the activities of the Association, where appropriate, and to conduct such business and perform such duties as may from time to time be determined. Standing Committees may include, but not be limited to, the Executive Committee, Finance & Audit Committee, Bylaws Committee, Membership Committee, Nominating Committee, CME Committee, CME Business Committee, Research Committee, Public Affairs Committee, CJEM Editorial Committee, Conference Committee, and Website Committee.

17.1.4 Emergency Medicine Practice Committees may be established by the Board to focus attention and facilitate professional communication and development in specific areas of Emergency Medicine as well as any other objectives the Board may declare from time to time. Emergency Medicine Practice Committees' areas of focus may include but may not be limited to: critical care, EMS, stroke, trauma, illness and injury prevention, international emergency medicine, patient safety, medical toxicology,

emergency department ultrasound, bioethics, women in emergency medicine, undergraduate education and disaster medicine.

17.1.5 The Board may appoint special ad-hoc committees or task forces from time to time to undertake specific projects on behalf of the Members of the Association as required.

17.1.6 Committees shall not publicly enunciate any policy or position on behalf of the Association without first consulting with and obtaining the approval of the President and the Executive Director.

17.1.7 Standing and special Committees shall report in writing to the Board at least annually and at such times and in such manners as may be directed by the Board at the time of their appointment.

17.1.8 Standing or special Committees shall be funded in whole or in part, where necessary, by such sponsorships or grants as the Board may approve upon written submission by such Standing or special Committees of a budget for their activities. Committees and committee members must work with Association staff when seeking funding from an outside source. The Association shall not be liable for any expenses incurred or obligations undertaken by Standing or special Committees without the prior approval of the Board.

17.2 Executive Committee

17.2.1 The Executive Committee shall consist of the Officers and two Directors who are appointed annually by and from the Board. The President shall chair the Committee.

17.2.2 Any Executive Committee member may be removed by a majority vote of the Board of Directors.

17.2.3 The Executive Committee shall meet at the call of the Chair.

17.2.4 Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the Committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Meetings of the Executive Committee can be held face-to-face, via teleconference or via other electronic means at the Executive Committee's discretion.

17.2.5 No immaterial or inadvertent error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

17.2.6 Four (4) members of the Executive Committee shall constitute quorum.

17.2.7 The Executive Committee shall deal with all matters requiring attention between meetings of the Board.

17.2.8 The Board must ratify all decisions taken by the Executive Committee.

17.2.9 Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

17.3 Committee on Financial Audit

17.3.1 Roles and Responsibilities

- (i) review the planning of the external audit and confirm the qualifications and independence of the external auditor;
- (ii) review all audited financial statements and other financial information that is provided to the Board or the membership;
- (iii) advise the Board as to whether all audited financial statements are presented fairly and in accordance with Canadian generally accepted accounting principles;
- (iv) review the system of internal financial controls and processes that management has established for adequacy;
- (v) monitor and report to the Board Executive Director compliance to the financial policies approved by the Board;
- (vi) present to the AGM the audited financial statements for the previous fiscal year;
- (vii) recommend to the AGM the annual appointment or reappointment of the auditors;
- (viii) monitor the Association's compliance with legal and regulatory requirements that may have a material impact on the financial statements;
- (ix) provide advice to the Board and/or management on any financial or related matter; and
- (x) take direction from and report to the Board with respect to additional duties that the Board may ask the Committee to perform from time to time.

17.3.2 Accountability

- (i) To the Board of Directors and the CAEP membership at the AGM
- (ii) The CAEP Committee on Financial Audit will record minutes of all of its meetings and circulate the minutes to the Board in a timely and accurate manner.

17.3.3 Membership

- (i) The CAEP Audit Committee shall be composed of 3 CAEP members appointed annually by the Board, with consideration being given to selecting the CAEP Past President as one of the three members of the committee. None of the members shall be CAEP Board or Committee members.
- (ii) The Chair shall be appointed by the Board from the Committee members, and shall hold office for a three year term. No chair may serve more than two consecutive three year terms.

- (iii) The committee members will be expected to invite a consultant chartered accountant to meetings of the committee.
- (iv) Two members of the committee, one of who shall chair the meeting, shall constitute a quorum.
- (v) CAEP management will be invited to participate as required.

17.3.4 Meetings

- (i) The CAEP Audit Committee will meet at least two times each year. One of those meetings will take place at least 4 weeks in advance of the CAEP Annual General Meeting.

17.4 Nominating Committee

17.4.1 The Nominating Committee shall be composed of five (5) members consisting of the Past-President as Chair, one (1) Director appointed by the Board, and three (3) voting members elected in a manner consistent with Section 16 of these Bylaws.

17.4.2 The Chair of the Nominating Committee shall serve for a two (2) year term consistent with his/her term as Past-President. The appointed Board member shall serve a term of one year, and may be re-appointed at the Board's discretion. Elected committee members shall serve for a one (1) year term beginning at the Annual General Meeting at which they are elected and ending at the next Annual General Meeting.

17.4.3 The Committee will meet at least once per year. Meetings of the Nominating Committee can be held face-to-face, via teleconference or via other electronic means at the Nominating Committee's discretion

17.4.4 Three (3) members of the Committee, one (1) of whom shall be the Chair, shall constitute a quorum.

17.4.5 The Committee shall:

- (a) Identify candidates for election to the Board of Directors and for election to the position of President-Elect and approach those candidates with respect to running;
- (b) Identify candidates for any other elected positions that may arise in relation to other CAEP activities, committees, documents or functions;
- (c) Prepare a slate of nominees for circulation to the Members along with a call for nominations;
- (d) Oversee the collection of the nominations and the ballots;
- (e) Prepare a full and final slate of nominees, if necessary, and circulate to the Members;

- (f) Circulate a ballot with the full and final slate of nominees to the voting Members;
- (g) Open and count the votes received from the voting Members;
- (h) Announce the results of the election at the AGM; and
- (i) Self assess, on an annual basis, the Committee's effectiveness.

18. SECTIONS

18.1 Sections shall report to the Board

18.2 Sections may be established to represent the interests of the physicians practicing in a particular branch of medicine by submitting an application to the Board.

18.3 Application for recognition as a section shall be sponsored by no fewer than 25 Members and the application shall be presented to the Board not less than 6 months before the scheduled Board meeting at which the application is to be considered.

18.4 The sections of the Association will include but shall not be limited to a Section of Rural and Small Urban Emergency Physicians, a Section of Paediatric Emergency Physicians, and a Section of Emergency Resident Physicians. The Board may combine, subdivide or discontinue such sections at its discretion and shall so notify the Members accordingly in an official publication of the Association.

18.5 Each section so established shall serve as a forum for the interchange of ideas and the development of policies and goals for consideration by the Board regarding areas of specific interest.

18.6 Terms of reference for sections shall ordinarily be prepared by each section Chair and shall be submitted to the Board for approval.

18.7 Chairs of any given section shall be elected annually by the members of such section and shall normally serve a one (1) year term, subject to re-election. Failing the election of a Chair by the members of a section, the Board shall appoint a Chair who shall normally serve a one (1) year term, subject to re-appointment by the Board or election by the members of such section.

18.8 A section shall not publicly enunciate any policy or position on behalf of the Association without first consulting with and obtaining the approval of the Board.

18.9 The Chair of each section shall report at least annually by providing a written report to the Board prior to each Annual Meeting. At the discretion of the Board, such report may be delivered verbally at the Annual Meeting or published in an official publication of the Association.

18.10 Sections shall be funded in whole or in part, where necessary, by such sponsorships or grants as the Board may approve upon written submission by such sections of a budget for their activities. Sections will work with staff of the Association when seeking funds. The Association shall not be liable for any expense incurred or obligations undertaken by sections without the prior approval of the Board.

19. CONFLICT OF INTEREST

Directors, Officers, committee members and section members are bound to act honestly, in good faith and in the best interests of the Association and to adhere to the Constitution, By-Laws, rules, regulations, codes of conduct and policies of the Association when engaged in any activities with or for the Association. Consistent with such standards of conduct, conflicts of interest and the appearance of conflicts of interest are to be avoided where possible and acted upon openly and appropriately.

20. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

21. MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)

The minutes of the Board (and the minutes of the Executive Committee) shall be available to the general Membership of the Association at the discretion of the Board, but shall always be available to the Board, each of whom shall receive a copy of such minutes.

22. EXECUTION OF DOCUMENTS

22.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) of the Directors, Officers and/or Executive Director and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

22.2 The Board shall have power from time to time by resolution to appoint an Officer or Officers or the Executive Director on behalf of the Association to sign specific contracts, documents and instruments in writing.

22.3 The Board may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association.

22.4 The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

23. FINANCIAL YEAR

Unless otherwise ordered by the Board, the fiscal year end of the Association shall be December 31st of each year.

24. AUDITORS

24.1 An auditor or auditors shall be appointed by the Members at each Annual General Meeting of the Association to audit the accounts and annual financial statements of the Association for report to the Members at the next Annual General Meeting.

24.2 The auditor shall hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in the office of the auditor.

24.3 The remuneration of the auditor shall be fixed by the Board.

25. BANKING

25.1 Any one (1) of such Officers, employees or agents appointed by the Board may endorse cheques for deposit with the Association's bankers for the credit of the Association.

25.2 Any one (1) of such Officers, employees or agents so appointed by the Board may arrange, settle, balance and certify all books and accounts between the Association's bankers and the Association and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and released or verification slips.

26. SURPLUS FUNDS

Subject to any and all applicable laws, funds of the Association not needed for immediate purposes shall be deemed surplus and may be invested in such ways and in such securities as the Board may direct. The Board may authorize a committee of the Board to make such decisions and to undertake the sale, transfer or deposit of such securities.

27. TRUST FUNDS

The Board shall have the power to enter in to a trust arrangement with a recognized financial institution for the purpose of creating a trust fund in which the

capital and interest may be made available for the benefit of promoting the interests of the Association in accordance with such terms and conditions as the Board may prescribe. The Board may appoint a Board of Trustees to have custody of and to exercise all the powers that it would normally grant to itself with respect to such a trust fund.

28. GRANTS AND OTHER FUNDING

The Board shall take such steps as they may deem expedient to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.

29. AMENDMENT OF BY-LAWS

The By-Laws of the Association not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of Subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at the next or Annual General or a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

30. DISSOLUTION

In the event of dissolution or winding-up of the Association, all its remaining assets, after payment of its liabilities, shall be distributed to one or more organizations in Canada having cognate or similar objects, which, if required by law, shall be qualified donees, as defined in the Income Tax Act (Canada).

ENACTED this day of _____, 2010

President

Secretary